

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

	)	
	)	<b>MDL NO. 2185</b>
<b>In Re: BP P.L.C. SECURITIES</b>	)	
<b>LITIGATION</b>	)	<b>Civil Action No. 4:10-md-2185</b>
	)	<b>Hon. Keith P. Ellison</b>
	)	
	)	
<b>In re: BP SHAREHOLDER</b>	)	<b>Civil Action No. 4:10-cv-3447</b>
<b>DERIVATIVE LITIGATION</b>	)	
	)	<b>Hon. Keith P. Ellison</b>
	)	

**[PROPOSED] ORDER**

On this day the Court considered the Derivative Plaintiffs' Motion, Pursuant to Rule 59(e), to Alter or Amend the Court's Order dated September 15, 2011 ("the Motion"). The Court, having considered the Motion and response thereto, is of the opinion that the Motion should be granted.

IT IS THEREFORE ORDERED that the Court's Order dated September 15, 2011 [Civil Action No. 4:10-md-2185, Docket No. 256; Civil Action No. 4:10-cv-3447, Docket No. 131], is amended in the following respects:

THE DEFENDANTS ARE ORDERED to file the following stipulations with the Court no later than sixty (60) days following the date of this Order:

1. That the Defendants shall submit to the jurisdiction of the appropriate English Court for purposes of a shareholder derivative action;
2. That the Defendants waive any limitations or laches-related defenses that arose while the derivative litigation in the United States was pending;

3. That the Defendants not object to the admissibility of discovery taken in the United States, including discovery in MDL Nos. 2179 and 2185, on the basis that the discovery was obtained outside the United Kingdom;
4. That the Defendants agree that all discovery that occurs in the United States shall be conducted in accordance with the Federal Rules of Civil Procedure;
5. That the Defendants agree that the United States-based employees of BP p.l.c. and its subsidiaries who are not named as defendants will submit to U.K. jurisdiction for purposes of discovery without subpoena or other judicial process; and
6. That the Defendants satisfy in the United States any judgment that the English court may render.

Should any Defendant fail to file any such stipulation within such sixty (60) day period, such Defendant's motion to dismiss on grounds of forum non conveniens shall be deemed waived.

Provided the Defendants have filed such stipulations, the dismissal of this case shall be effective sixty (60) days following the date of this Order.

SIGNED ON \_\_\_\_\_, 2011.

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Judge Keith P. Ellison